

P95002045082

U2 JOSEF FUNWEAR, INC.  
P. O. BOX 9377  
PANAMA CITY BEACH, FL 32413

SECRET  
TALLAHASSEE, FLORIDA  
35 JUN -5 1011:06

May 3, 1995

Florida Dept. of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Fl 32314

300001507893  
-06/07/95--01104--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir/Madam;

Enclosed please find the Articles of Incorporation for  
U2 JOSEF FUNWEAR, INC. along with our check for \$70.00  
to cover filing fee and resident agent designation fee.

Yours truly,

*Daniel Sadeh*

Danny Sadeh  
President

6/10/95

*(Signature)*

ARTICLES OF INCORPORATION  
OF  
U2 JOSEF FUNWEAR, INC.

SECRET  
JUL 11-66  
ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED  
DATE 01-11-06 BY 60322

ARTICLE I. NAME & PLACE OF BUSINESS

THE NAME OF THIS CORPORATION IS U2 JOSEF FUNWEAR, INC.  
AND ITS PLACE OF BUSINESS IS 11840-UNIT A FRONT BEACH ROAD,  
PANAMA CITY BEACH, FL 32407.

ARTICLE II. NATURE OF BUSINESS

THIS CORPORATION IS ORGANIZED FOR THE TRANSACTION OF  
ANY AND ALL LAWFULL BUSINESS FOR WHICH CORPORATIONS MAY BE  
INCORPORATED UNDER CHAPTER 607, FLORIDA STATUTES.

ARTICLE III. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS  
CORPORATION IS AUTHORIZED TO HAVE STANDING AT ANY ONE  
TIME IS ONE THOUSAND (1000) SHARES OF COMMON STOCK HAVING  
A NOMINAL PAR VALUE OF ONE DOLLAR (\$1.00) PER SHARE.

ARTICLE IV. REGISTERED OFFICE & REGISTERED AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF  
THIS CORPORATION IN THE STATE OF FLORIDA IS 11840-UNIT A  
FRONT BEACH ROAD, PANAMA CITY BEACH, FL 32407, WITH ITS  
MAILING ADDRESS BEING, P. O. BOX 9377, PANAMA CITY BEACH,  
FL 32417.

ARTICLE V. INITIAL OFFICERS

THE NAMES AND STREET ADDRESS OF THE INITIAL SLATE OF  
OFFICERS AND THE OFFICE WHICH THEY WILL BE SERVING ARE:

DANNY SADEH  
11840-A FRONT BEACH ROAD  
PANAMA CITY BEACH, FL 32407

PRESIDENT  
SECRETARY/TREASURER

ARTICLE VI. INITIAL DIRECTORS

THIS CORPORATION SHALL HAVE ONE (1) DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DECREASED FROM TIME TO TIME BY THE BYLAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE NAME OF THE INITIAL DIRECTOR IS:

DANNY SADEH DIRECTOR

ARTICLE VII. SHAREHOLDERS

SHARE OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS AND IN THE AMOUNT SET OPPOSITE THEIR NAME:

DANNY SADEH 1000 SHARES

ARTICLE VIII. DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY COMMENCING WITH THE SIGNING OF THESE ARTICLES ON INCORPORATION.

ARTICLE IX. INCORPORATOR

THE NAME OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION IS: DANNY SADEH

ARTICLE X. BYLAWS

THE POWER TO ADOPT, ALTER, AMEND, OR REPEAL BYLAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE XI. AMENDMENTS

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION ON THIS 5th DAY OF June, 1995

Daniel Sadeh  
DANNY SADEH/PRESIDENT

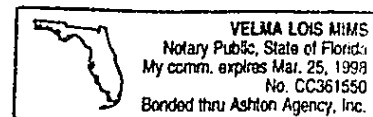
STATE OF FLORIDA  
COUNTY OF BAY

BEFORE ME, THE UNDERSIGNED AUTHORITY, AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED DANNY SADEH, KNOWN TO ME AND KNOWN BY ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY SEAL, IN THE STATE AND COUNTY AFORESAID, ON THIS 5th DAY OF June, 1995.

Velma Lois Hims  
NOTARY PUBLIC

(seal) MY COMMISSION EXPIRES \_\_\_\_\_



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED.

U2 JOSEF FUNWEAR, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER  
THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE AT  
11840-A FRONT BEACH ROAD, PANAMA CITY BEACH, FL 32407, HAS  
NAMED DANNY SADEH, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN FLORIDA.

Danniel Sadeh  
PRESIDENT

DATE June 5, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE STYLED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I  
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES  
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Danniel Sadeh

DATE June 5, 1995

**Law Office of Brian D. Hess**

9108 Front Beach Road  
Post Office Box 9454  
Panama City Beach, Florida 32417

Brian D. Hess  
Steven L. Applebaum

Phone (904) 235-3004  
FAX (904) 235-1124

**P95000045082**

January 22, 1996

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

FILED  
96 JAN 24 PM 1:21  
TALLAHASSEE, FLORIDA

Re: U-TOO Josef Funwears, Inc.

Gentlemen:

Enclosed please find Articles of Amendment regarding the above-referenced matter. Please return the enclosed marked file.

Sincerely,

*Yona Tarbox*

Yona Tarbox, Legal Assistant  
to Steven L. Applebaum

/yrt  
enclosure  
SECY-ST.L1

300001796673  
-01/24/96--0.42--015  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

*None Charge*  
*LFS*  
*1-25-96*

FILED

96 JAN 24 PM 1:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Amendment

1. The following provisions of the Articles of Incorporation of U2 Josef Funwear, Inc., a Florida corporation, filed in Tallahassee on June 6, 1995, be and they hereby are amended in the following particulars:

Article I be and hereby is amended to read as follows:

ARTICLE I - NAME

The name of the corporation shall be:  
U-TOO Josef Funwear, Inc.

2. The foregoing amendments were adopted by the Stockholders and Directors of the corporation on the 22 day of January, 1996.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 22 day of January, 1996.

3. The number of votes cast for the Amendment by the shareholders was sufficient for approval.

U2 Josef Funwear, Inc.

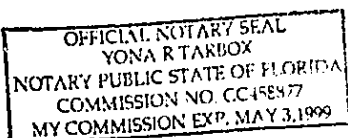
By: Danniel Sadeh  
Danny Sadeh, President

Attest:

Danniel Sadeh  
Danny Sadeh, Secretary

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 22nd day of January, 1996, by \_\_\_\_\_ [ ] who is personally known to me or [X] who produced Fla. Driver's License as identification.



Yona R. Tarbox  
Notary Public  
My Commission Expires: